

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

SMITH KLINE & FRENCH)
LABORATORIES LIMITED and)
SMITHKLINE BEECHAM)
CORPORATION d/b/a)
GLAXOSMITHKLINE,)
)
Plaintiffs,)
)
v.)
)
TEVA PHARMACEUTICALS USA, INC.,)
)
Defendant.)

Civil Action No. 05-197-GMS

**GLAXOSMITHKLINE’S REPLY
TO TEVA PHARMACEUTICALS USA, INC.’S ANSWER AND COUNTERCLAIMS**

Plaintiffs Smith Kline & French Laboratories Limited and SmithKline Beecham Corporation, doing business as GlaxoSmithKline, (hereinafter collectively “GSK”), respond to the Answer and Counterclaims by Defendant Teva Pharmaceuticals USA, Inc. (hereinafter “Teva USA”) as follows:

COUNTERCLAIMS

Jurisdiction and Venue

1. Counterclaim Paragraph 1 does not contain allegations of fact requiring an answer from GSK. To the extent that an answer is deemed required, GSK admits that Teva USA’s Counterclaims purport to arise pursuant to 28 U.S.C. §§ 2201 and 2202. Except as expressly admitted, GSK denies the allegations set forth in Counterclaim Paragraph 1.

2. Counterclaim Paragraph 2 does not contain allegations of fact requiring a response from GSK. To the extent that a response is deemed required, GSK admits that this

Court would have jurisdiction over proper claims of the kind alleged by Teva USA pursuant to Title 35 U.S.C. and 28 U.S.C. §§ 1331 and 1338(a). Except as expressly admitted, GSK denies the allegations set forth in Counterclaim Paragraph 2.

3. Counterclaim Paragraph 3 does not contain allegations of fact requiring a response from GSK. To the extent that a response is deemed required, GSK admits that venue would be proper in this Court pursuant to 28 U.S.C. § 1391 for proper claims of the kind alleged by Teva USA. Except as expressly admitted, GSK denies the allegations set forth in Counterclaim Paragraph 3.

4. GSK admits that a justiciable controversy exists between the parties hereto with respect to validity and infringement of certain claims of U.S. Patent Nos. 4,452,808 and 4,824,860. Except as expressly admitted, GSK denies the allegations set forth in Counterclaim Paragraph 4.

Acts Giving Rise to this Action

5. GSK admits the allegations set forth in Counterclaim Paragraph 5, but clarifies that NDA No. 20-658 was originally submitted by SmithKline Beecham, an unincorporated division of SmithKline Beecham Corporation, which now does business as GlaxoSmithKline.

6. GSK admits the allegations set forth in Counterclaim Paragraph 6, but clarifies that the '808 patent is assigned on its face to SmithKline Beckman Corporation, which subsequently changed its name to SmithKline Beecham Corporation and now does business as GlaxoSmithKline. GSK further clarifies that the '860 patent is assigned on its face to Smith Kline & French Laboratories Limited, which now does business as GlaxoSmithKline.

7. GSK admits the allegations set forth in Counterclaim Paragraph 7.

8. GSK admits that it received letters from Teva USA addressed to numerous entities doing business as GlaxoSmithKline. GSK further admits that such letters purport to be dated February 21, 2005, and state that Teva USA submitted ANDA 77-460 to the FDA and that such ANDA contains a Paragraph IV Certification. GSK denies the remaining allegations set forth in Counterclaim Paragraph 8.

First Counterclaim

9. GSK repeats and reasserts all responses to Counterclaim Paragraphs 1 through 8 as if they were stated in full herein.

10. GSK denies the allegations set forth in Counterclaim Paragraph 10.

Second Counterclaim

11. GSK repeats and reasserts all responses to Counterclaim Paragraphs 1 through 10 as if they were stated in full herein.

12. GSK denies the allegations set forth in Counterclaim Paragraph 12.

Third Counterclaim

13. GSK repeats and reasserts all responses to Counterclaim Paragraphs 1 through 12 as if they were stated in full herein.

14. GSK denies the allegations set forth in Counterclaim Paragraph 14.

Fourth Counterclaim

15. GSK repeats and reasserts all responses to Counterclaim Paragraphs 1 through 14 as if they were stated in full herein.

16. GSK denies the allegations set forth in Counterclaim Paragraph 16.

Prayer for Relief

GSK denies that Teva USA is entitled to any relief whatsoever, either as contained in Teva USA's Answer and Counterclaims or otherwise.

Respectfully submitted,



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Dated: May 16, 2005

CERTIFICATE OF SERVICE

I, Patricia Smink Rogowski, hereby certify that on May 16, 2005, I electronically filed **GLAXOSMITHKLINE'S REPLY TO TEVA PHARMACEUTICALS USA, INC.'S ANSWER AND COUNTERCLAIMS** using CM/ECF which will send notification of such filing to the following:

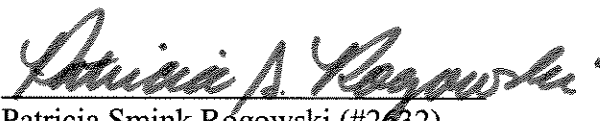
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I hereby certify that on May 16, 2005, I have served the document by facsimile and by first class mail to the following non-registered participants:

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